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FORM D
SEC
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Section
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#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

# FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APP	PROVAL
OMB Number:	3235-0076
Expires:	May 31, 2008
Estimated average b	ourden
hours per response.	1

SEC USE ONLY								
Prefix		Serial						
	DATE RECEIVI	ED						

Marin Salah				<u> </u>	
Name of Offering ( check if this is an a	mendment and name h	as changed, and indic	ate change.)		
Class A Membership Units - Se	ptember 2008 Issua	ince .			
Filing Under (Check box(es) that apply):	☐ Rule 504	Rule 505	⊠ Rule 506	Section 4(6)	ULOE
Type of Filing: New Filing	Amendment	<del></del>	<del></del>		<del></del>
	A. BAS	IC IDENTIFICATION	ON DATA		
1. Enter the information requested about t	he issuer				
Name of Issuer ( check if this is an ar	nendment and name ha	s changed, and indica	te change.)		
GI Summit Land Partners, LLG	C				
Address of Executive Offices	(Number and Street	, City, State, Zip Code	2) 7	Celephone Number (Includi	ng Area Code)
c/o GI Partners				(650) 233-3600	
2180 Sand Hill Road, Suite 210,	Menlo Park, CA	94025			
Address of Principal Business Operations	(Number and Street	, City State Zin Code	) 1	Celephone Nu	
(if different from Executive Offices)	PRO	(CESSED)	!		
Brief Description of Business	NUN / K	282008			11 M 11 W L 17 M 1 W L
Holding Company	7 1101	202000			JORN COM DIRECTION RIGHT CONFIDENCE CO.
	TUORAC	ANDRITTED			08064457
Type of Business Organization		<b>WINKEDIEMS</b>	!		
corporation	limited partners	ship, already formed	[	other (please specify):	
	College College			Limited Liability Comp	any
business trust	Imited partners	ship, to be formed			
A CALLERY CARROLLE		Month	Year	_	
Actual or Estimated Date of Incorporation	_	0 9	<u> </u>	🛮 Actual 🔛 Estimat	ed
Jurisdiction of Incorporation or Organizati					
	CN for Canada:	FN for other foreign j	irisdiction)	DE	

### **GENERAL INSTRUCTIONS**

Federal

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### -ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (5-05)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 10

i	<u></u>	A. BASIC IDENTI	FICATION DATA						
2. Enter the information requ	ested for the followi	ng:							
<ul> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> <li>Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;</li> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and</li> </ul>									
• Each general and managing partner of partnership issuers.									
Check Box(es) that Apply:	Promoter	Beneficial Owner	☑ Executive Officer		☐ General and/or Managing Partner				
Full Name (Last name first, if	individual)								
Park, Howard									
Business or Residence Addres									
c/o GI Partners, 21	80 Sand Hill Ro	ad, Suite 210, Menlo	Park, CA 94025						
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		□ Director	General and/or Managing Partner				
Full Name (Last name first, if	individual)								
Shin, Richard									
Business or Residence Addres	s (Number and Stree	t, City, State, Zip Code)							
c/o GI Partners, 213	80 Sand Hill Ro	ad, Suite 210, Menlo	Park, CA 94025						
Check Box(es) that Apply:	Promoter	⊠Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner				
Full Name (Last name first, if	individual)		****						
GI SLP Holdings, I	LC								
Business or Residence Addres	s (Number and Stree	t, City, State, Zip Code)							
c/o GI Partners, 21	80 Sand Hill Ro	ad, Suite 210, Menlo	Park, CA 94025						
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner				
Full Name (Last name first, if	individual)				· · · · · · · · · · · · · · · · · · ·				
GI SLP Holdings B	Corporation								
Business or Residence Addres	s (Number and Stree	t, City, State, Zip Code)							
c/o GI Partners, 218	80 Sand Hill Ro	ad, Suite 210, Menlo	Park, CA 94025						
Check Box(es) that Apply;	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner				
Full Name (Last name first, if	individual)								
Business or Residence Addres	s (Number and Stree	t, City, State, Zip Code)							
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner				
Full Name (Last name first, if	individual)								
Business or Residence Addres	s (Number and Stree	t, City, State, Zip Code)							
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner				
Full Name (Last name first, if	individual)		<u>.                                    </u>						
Business or Residence Addres	s (Number and Stree	t, City, State, Zip Code)							

A. BASIC IDENTIFICATION DATA (Continued)											
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner						
Full Name (Last name first, if individual)											
Business or Residence Address (Number and Street, City, State, Zip Code)											
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner						
Full Name (Last name first, if	individual)										
Business or Residence Address	s (Number and Stree	et, City, State, Zip Code)									
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner						
Full Name (Last name first, if	individual)	- 4-4									
Business or Residence Address	s (Number and Stree	et, City, State, Zip Code)									
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner						
Full Name (Last name first, if	individual)										
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)									
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner						
Full Name (Last name first, if	individual)										
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)									
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner						
Full Name (Last name first, if	individual)										
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)									
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner						
Full Name (Last name first, if i	individual)										
Business or Residence Address	Business or Residence Address (Number and Street, City, State, Zip Code)										

				В.	INFORM	ATION AB	OUT OFFE	RING					
		•									Yes	No	
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?									🔲	$\boxtimes$			
Answer also in Appendix, Column 2, if filing under ULOE.													
2. What is the minimum investment that will be accepted from any individual?									<u>\$</u>	N/A			
											Yes	No	
3. Does	s the offeri	ng permit j	oint owners	ship of a si	ngle unit?.						🗆	$\boxtimes$	
com offer and/	mission or ring. If a p or with a st	similar ren erson to be ate or state	nuneration listed is ares, list the n	for solicita associated ame of the	tion of pur d person or broker or	chasers in e agent of a dealer. If m	be paid or connection broker or d fore than fir formation	with sales of ealer regist we (5) perso	of securities ered with tons to be lis	s in the he SEC sted are			
Full Na	me (Last n	ame first, i	findividua	1) .									
Busines	ss or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Coo	le)					· ·	
Name o	of Associate	ed Broker o	or Dealer										
			d Has Solic								П AI	1 States	
[AL] [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	(DE) [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]	
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
Full Na	me (Last n	ame first, i	f individua	1)						****			
Busines	ss or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Coo	le)						
Name o	of Associate	ed Broker (	or Dealer										
			d Has Solic								🗋 Al	l States	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT] 	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
Full Na	me (Last n	ame first, i	f individua	l)									
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Coo	le)						
Name o	f Associate	ed Broker o	r Dealer			<u>.</u>							
			d Has Solic				sers					l States	
(AL)	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	(ME)	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[MT]	[NE]	[NV]	[NH]	[N]]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged					
Type of Security		ggregate ering Pri		Am	ount Already Sold
Debt	\$	-0-		\$	-0-
Equity	<u> </u>	-0-		<u> </u>	-0-
☐ Common ☐ Preferred					
Convertible Securities (including warrants)	\$	-0-		\$	-0-
Partnership Interests	\$	-0-		\$	-()-
Other (Specify Class A Membership Units)	\$1,0	11,506.94	ļ	\$1,0	11,506.94
Total	\$1,0	11,506.94		\$1,0	11,506,94
Answer also in Appendix, Column 3, if filing under ULOE.					
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	•				A
		Number nvestors		Do	Aggregate ollar Amount f Purchases
Accredited Investors		3		\$1,0	11,506.94
Non-accredited Investors		-0-		\$	-0-
Total (for filings under Rule 504 only)				\$	
Answer also in Appendix, Column 4, if filing under ULOE.					
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.					
Type of Offering		Type of Security		Do	llar Amount Sold
Rule 505				\$	
Regulation A				\$	
Rule 504				\$	
Total				\$	
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an			Patroner	<u> </u>	
expenditure is not known, furnish an estimate and check the box to the left of the estimate.					
Transfer Agent's Fees				\$	-0-
Printing and Engraving Costs				\$	-0-
Legal Fees		······	$\boxtimes$	\$50,	000.00
Accounting Fees				<u>\$</u>	-0-
Engineering Fees				\$	-0-
Sales Commission (specify finders' fees separately)				\$	-0-
Other Expenses (identify)				\$	-0-
Total			$\boxtimes$	\$50,0	00.00

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND US	E O	F PR	OCEEDS			
b.	Enter the difference between the aggregate offering price given in response to Part C – Ques and total expenses furnished in response to Part C – Question 4.a. This difference is the "adgress proceeds to the issuer."	\$96	1,50	6.94			
i.	Indicate below the amount of the adjusted proceeds to the issuer used or proposed to be used each of the purposes shown. If the amount for any purpose is not known, furnish an estimate check the box to the left of the estimate. The total of the payments listed must equal the adjugross proceeds to the issuer set forth in response to Part C – Question 4.b above.	ane	i				
			ļ	ayments to Officers, Directors Affiliates		Pa	yments To Others
	Salaries and fees (management fees)		\$	-0-		\$	-0-
	Purchase of real estate		\$	-0-		\$	-0-
	Purchase, rental or leasing and installation of machinery and equipment		\$	-0-		\$	-0-
	Construction or leasing of plant buildings and facilities		\$	-0-		\$	-0-
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		\$	-0-	$\boxtimes$	\$96	51,506.94
	Repayment of indebtedness		\$	-0-		\$	-0-
	Working capital		\$	-0-		\$	-0-
	Other (specify):		\$	-0-		<u>\$</u>	-0-
			\$\$	-0-		\$	-0-
	Column Totals	$\boxtimes$	SS	-0-	$\boxtimes$	\$96	1,506.94
	Total Payments Listed (column totals added)			⊠ \$96	51,506.	94	

D. FEDERAL SIGNATURE								
following signature constitutes an unde	o be signed by the undersigned duly authorized p rtaking by the issuer to furnish to the U.S. Securi ished by the issuer to any non-acceptited investo	ties and Exchange Commission, upon written						
Issuer (Print or Type)	Signature	Date						
GI Summit Land Partners, LLC	M	September 24, 2008						
Name of Signer (Print or Type)	Title of Signer (Print or Type)							
Howard Park	President							

-ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE			
	0.262 presently subject to any of the disqu	alification provisions	Yes 📋	No ⊠
	See Appendix, Column 5, for state r	esponse.		
2. The undersigned issuer hereby under Form D (17 CFR 239.500) at such t	rtakes to furnish to any state administrator of imes as required by state law.	of any state in which this notice	is filed, a not	tice on
<ol><li>The undersigned issuer hereby und issuer to offerees.</li></ol>	ertakes to furnish to the state administrator	rs, upon written request, inform	nation furnish	ed by the
Limited Offering Exemption (ULO	nat the issuer is familiar with the conditions E) of the state in which this notice is filed a establishing that these conditions have beer	nd understands that the issuer c		
The issuer has read this notification ar undersigned duly authorized person.	id knows the contents to be true and has di	aly caused this notice to be sign	ned on its beh	alf by the
Issuer (Print or Type)	Signature	Date		
GI Summit Land Partners, LLC		September	<b>7 7</b> , 2008	
Name of Signer (Print or Type)	Title of Signer (Print or Type)		· · · · · · · · · · · · · · · · · · ·	
Howard Park	President			

#### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

#### APPENDIX 2 3 4 Disqualification Type of security under State ULOE (if yes, attach Intend to sell and aggregate offering price explanation of to non-accredited Type of investor and offered in state waiver granted) investors in State amount purchased in State (Part E-Item 1) (Part C-Item 1) (Part C-Item 2) (Part B-Item 1) Number of Number of Non-Accredited Accredited State Yes No Investors Investors Amount Yes No Amount AL ΑK ΑZ AR $\boxtimes$ $\boxtimes$ 0 CA 100% Class A 100% Class A Membership Membership Interests; Interests: \$1,011,506.94 \$1,011,506.94 CO CT DE DC FL GA HI ID ΙL IN IA KS ΚY LA ME MD MA ΜI MN MS

MO

# APPENDIX

, I	2	2	3		4			5 Disqualification		
<b>,</b>	Intend	to sell	Type of security and aggregate					under Sta (if yes.		
	to non-ac	ccredited	offering price		Type of inv	estor and		explanation of		
	investors (Part B-	s in State -Item 1)	offered in state (Part C-Item 1)		amount purch (Part C-l			waiver granted) (Part E-Item 1)		
						Number of	······	· · · · · · · · · · · · · · · · · · ·		
				Number of Accredited		Non- Accredited				
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No	
МТ										
NE										
NV										
NH										
NJ										
NM										
NY										
NC										
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ОН										
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